

BILL OF SALE

RECORDATION NO. 14545-1 FILED 1455

NATIONSBANK OF TEXAS, N.A.,  
AS TRUSTEE  
TO

SEP 28 1994 - 3 05 PM  
INTERSTATE COMMERCE COMMISSION

TRINITY INDUSTRIES LEASING COMPANY

NationsBank of Texas, N.A. (formerly known as NCNB Texas National Bank), as Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does hereby bargain, sell, assign, and transfer unto Trinity Industries Leasing Company (the "Company"), a Delaware corporation, pursuant to Section 4.05(a) of that certain Equipment Trust Agreement dated as of December 15, 1984 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated September 23, 1994, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the 92 railcars (the "Trust Equipment") described on Exhibit A hereto covered by the following Railroad Car Lease Agreement: Ninety Two (92) railcars covered by the existing Lease Agreement dated April 24, 1979, between Trinity Industries Leasing Company and Bunge Corporation, together with all right, title and interest of the Trustee in and to any and all existing leases or subleases in respect of the Trust Equipment as described on Exhibit B hereto (the "Existing Leases").

The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Leases and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, NationsBank of Texas, N.A. as such trustee has caused this Bill of Sale to be executed by its duly authorized officers and its corporate seal to be hereunto affixed, duly attested, this 23rd day of September, 1994.

NATIONSBANK OF TEXAS, N.A.

By: David Moore  
Vice President

Attest:

[Signature]  
~~Assistant~~ Vice President &  
Assistant Secretary

STATE OF TEXAS

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COUNTY OF DALLAS

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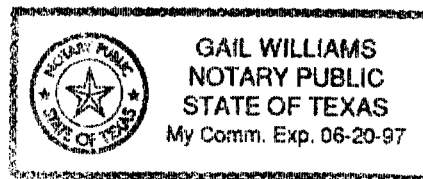
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On this 23<sup>rd</sup> day of September, 1994, before me personally appeared David Moore, to me personally known, who being by me duly sworn, says that he is the Vice President of NationsBank of Texas, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Gail Williams  
Signature of Notary Public

My Commission Expires:

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**EXHIBIT A**

1. Railroad Car Lease Agreement, dated April 24, 1979, between Trinity Industries Leasing Company and Bunge Corporation covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
92	4,750 cu.ft. Lo Covered Hopper Cars	TILX 510774-510783,510785,510787 510956,510958-510962,510968 510972-510975,510977-510978 510982,510988,510997-510999 511210,511214-511216,511220 511223-511226,511230-511232 511234,511239,511241,511243 511246,511248,511249 511251-511254,511256-511258 511260,511264,511266-511267 511269-511271,511273-511282 511284-511286,511289,511293 511297,511300,511302,511303 511306,511312,511314,511316 511319,511320,511343 511351-511353

**EXHIBIT B**  
**DESCRIPTION OF TRUST EQUIPMENT**

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
92 Hopper Cars	Lo	4,750 cu.ft.	TILX 510774-510783,510785,510787 510956,510958-510962,510968 510972-510975,510977-510978 510982,510988,510997-510999 511210,511214-511216,511220 511223-511226,511230-511232 511234,511239,511241,511243 511246,511248,511249 511251-511254,511256-511258 511260,511264,511266-511267 511269-511271,511273-511282 511284-511286,511289,511293 511297,511300,511302,511303 511306,511312,511314,511316 511319,511320,511343 511351-511353	8/80